



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

0100341002

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3824
FAX (312) 984-3855

VIA FEDERAL EXPRESS

August 17, 1994

RECORDATION NO. 18823-A FILED 1425

AUG 19 1994 9 30 AM

INTERSTATE COMMERCE COMMISSION

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of August 1, 1994, a secondary document
supplementing the Manufacturing Agreement dated
as of February 3, 1994.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
2521 S. State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. Of Units	Marked	Numbered
5-unit articulated well car of 125-ton capacity	FCA	70	DTTX	720330-720399

RECEIVED
OFFICE OF THE
SECRETARY
AUG 19 9 22 AM '94
LICENSING BRANCH

Sidney L. Strickland, Jr.

Page Two

Enclosed is our check in the amount of \$18.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated February 3, 1994, recorded on May 31, 1994, recordation number 18823.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1, covering 70 five-unit articulated well cars numbered 720330-720399."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures
18823-a.doc

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

AUGUST 23, 1994

ANTHONY J. BARTON
TEX COMPANY
101 NORTH WACKER DRIVE
CHICAGO IL 60606

Dear MR. BARTON:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/94 at 9:30AM, and assigned recordation number(s). 18823-A

Sincerely yours,

VERNON A. WILLIAMS
ACTING SECRETARY

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature *Jalicia Stokes*

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of August 19, 1994, between THRALL CAR MANUFACTURING (the "Manufacturer") and TTX COMPANY (the "Company").

RECORDATION NO. 18823-A
AUG 19 1994
FILED 1425
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 3, 1994 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING

By: George S. McHally
Vice President

(Corporate Seal)

ATTESTATION:

Michael J. Hurry
Assistant Secretary

TTX COMPANY

By: TR Maurer
Treasurer

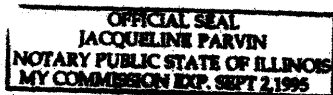
(Corporate Seal)

ATTESTATION:

Car. J. J. J.
Corporate Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 16th day of AUGUST 1994, before me personally appeared
GEORGE S. McNALLY, to me personally known, who, being by me duly sworn,
says that he is a VICE PRES. INTERMODAL PRODU OF THRALL CAR MANUFACTURING,
that one of the seals affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf of said corporation, by
authority of its Board of Directors, and they acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

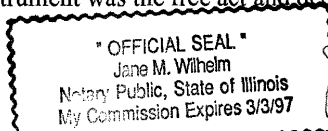


jacqueline Parvin
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 12 day of August, 1994, before me personally appeared
Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the
Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was signed and sealed on behalf of said
corporation, by authority of its Board of Directors, and they acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

ANNEX A

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Include.)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	70	720330-720399			Sept.-Oct. '94	T-4093-T

ITEM 2: March 31, 1995

ITEM 3: To be determined.

ITEM 4: 26th and State Street
Chicago Heights, IL 60411

- * 5-unit Articulated Well Cars of 125-ton capacity. Built in accordance with TTX General Specification No. 68-43-011586, dated January 15, 1986, revised June 4, 1993 and TTX Supplemental Specification No. 68-43-03288 issued March 22, 1988, revised April 27, 1992 (Buyer's Specifications). Thrall Specification No. FCA-308-94Q025 dated March 8, 1994 (Seller's Specifications).

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